

Scurry-Rainbow Oil Limited

Annual Report 1979

Scurry-Rainbow Oil Limited

Head Office: 2300 Home Oil Tower, 324 Eighth Avenue S.W., Calgary, Alberta T2P 2Z5

Board of Directors

- + ROBERT G. BLACK, Q.C., Calgary, Alberta Partner in the law firm of Jones, Black & Company. Director: Calgary Power Ltd.
- * JOHN P. CRONE, Calgary, Alberta
 Group Vice-President, Corporate, and Director of
 Home Oil Company Limited.
 Executive Vice-President of the Company.
- * J. HOWARD GEDDES, Calgary, Alberta Group Vice-President, Operations, of Home Oil Company Limited. Executive Vice-President and General Manager of the Company.
- ANTHONY G. S. GRIFFIN, Toronto, Ontario Chairman of the Boards of The Commercial Life Assurance Company of Canada and The Halifax Insurance Company.

 Director: Canadian Corporate Management Co. Ltd., Canadian Industries Limited, Hiram Walker-Consumers Home Ltd., ICI Americas Inc., Raymond International Inc., United Dominions Corporation (Canada) Limited, Victoria & Grey Trust Company.
- * + J. GORDON HUTCHISON, F.C.A., *Calgary, Alberta* Financial Consultant. Director: Cavalier Energy Inc.
- + JOHN F. LANGSTON, Calgary, Alberta Petroleum Engineer.
- * A. M. McINTOSH, Calgary, Alberta
 Executive Vice-President of Hiram Walker-Consumers
 Home Ltd.
 President and Chief Executive Officer and
 Director of Home Oil Company Limited.
 President of the Company

WILLIAM P. WILDER, Toronto, Ontario
President and Chief Executive Officer and
Director of Hiram Walker-Consumers Home Ltd.
Director: Allstate Insurance Company of Canada,
Home Oil Company Limited,
John Labatt Limited,
Lever Brothers Limited,
Maclean-Hunter Limited,
Noranda Mines Limited,
Simpsons-Sears Limited.

- + Member of Audit Committee
- * Member of Executive Committee

Executive Officers

A. M. McINTOSH President

J. H. Geddes Executive Vice-President and General Manager

J. P. CRONE Executive Vice-President

B. F. MacNEILL Vice-Preisdent, Finance

R. G. WATKINS Vice-President, Mining

D. E. DEAKIN Treasurer

T. S. HOAR Secretary

E. JORGENSEN Comptroller

Registrar and Transfer Agents

Guaranty Trust Company of Canada Calgary, Alberta; Toronto, Ontario; Montreal, P.Q.; Vancouver, B.C. The Canadian Bank of Commerce Trust Company, New York, N.Y.

Stock Listings

Toronto Stock Exchange Vancouver Stock Exchange American Stock Exchange

Annual Meeting

The Annual Meeting of Shareholders will be held on Tuesday, June 3, 1980 at 1:30 p.m. at the head office of the Company in Calgary, Alberta. Formal notice of this meeting and proxy material has been mailed to all registered shareholders with this report.

The Company files annually with the United States Securities and Exchange Commission, a report on its operations known as the Annual Report on Form 10-K. Copies of the SEC Form 10-K are available free of charge upon written request to E. Jorgensen, Comptroller, Scurry-Rainbow Oil Limited, 2300 Home Oil Tower, 324 Eighth Avenue S.W., Calgary, Alberta, T2P 2Z5.

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PRESIDENT'S MESSAGE

TO THE SHAREHOLDERS

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TO THE SHAREHOLDERS:

FINANCIAL

As shown in the accompanying tables, net earnings of Scurry-Rainbow Oil Limited for the first six months of 1979, before a gain on the sale of its United Kingdom interests and an extraordinary item, were \$3,969,000, or \$1.48 per share, compared with restated earnings of \$1,507,000, or 57 cents per share, a year earlier.

PRODUCTION

Production of crude oil and natural gas liquids amounted to 1 17.7 cubic metres (7,403 barrels) per day, compared with 987 cubic metres (6,210 barrels) per day in 1978. Natural gas sales amounted to 471 thousand cubic metres (16,718 Mcf) per day, compared with 433 thousand cubic metres (15,410 Mcf) per day in 1978. The increases were due largely to new production in the Fort St. John area, where oil production for the month of June reached 341 cubic metres (2,150) barrels) per day.

EXPLORATION AND DEVELOPMENT

During the first six months, the Company participated in 84 exploratory and development wells, mostly in Alberta and British Columbia. The drilling resulted in 10 oil and 21 natural gas wells. Fifteen wells were still drilling and 32 were awaiting completion or being tested.

Drilling in Alberta continued to be concentrated in the Gold Creek area where the Company participated in 35 wells. Twenty-nine are potential gas wells and one a potential oil well. Four were still drilling.

An active program continued in the Fort St. John area of British Columbia. The Company participated in seven oil wells in the West Stoddart-West Eagle and Eagle fields as part of a planned 22-well development program being undertaken during 1979.

DIRECTORS AND MANAGEMENT

R.F. Phillips, formerly President, was appointed Chairman of the Board of Directors of the Company. A.G.S. Griffin, formerly Chairman of the Board, was appointed Deputy Chairman. A.M. McIntosh was appointed President and a Director. T.S. Hoar was appointed Secretary.

R.F. Phillips Chairman of the Board A.M. McIntosh President

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Calgary, Alberta August 15, 1979

Scurry-Rainbow Oil Limited

INTERIM REPORT TO SHAREHOLDERS

FOR THE FIRST HALF

OF 1979

2300 HOME OIL TOWER 324 EIGHTH AVENUE S.W. CALGARY, ALBERTA T2P 2Z5

AUGUST 15, 1979

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Scurry-Rainbow Oil Limited

CONSOLIDATED STATEMENT OF EARNINGS

For The Six Months Ended June 30, 1979 (\$000's omitted)

	1979	1978
	61-4	(note)
REVENUE	010.001	040.707
Operating Equity income	\$18,381 24	\$12,737 45
Investment income	63	274
	18,468	13,056
EXPENSE		
Operating	5,702	4,518
General and administrative Depletion	1,302 2,762	998
Depreciation	520	478
Mining exploration Interest on long term debt	694 721	235 707
Other interest	368	303
Minority interest	50	29
	12,119	9,712
	6,349	3,344
PROVISION FOR		
INCOME TAXES Current	22	696
Deferred	2,358	1,141
	2,380	1,837
Earnings before	111111111111111111111111111111111111111	
undernoted items Gain on sale of	3,969	1,507
U.K. properties (net of		
income taxes)	5,193	
NET EARNINGS BEFORE	0.400	4 507
EXTRAORDINARY ITEM EXTRAORDINARY ITEMS	9,162	1,507
Income tax reduction		
realized on application of prior years' losses	1,333	_
Recovery of investment in	1,000	
Minerals Santa Rita S.A. de C.V.	-	379
	\$10.405	
NET EARNINGS	\$10,495	\$ 1,886
EARNINGS PER SHARE		
Earnings before undernoted items	\$ 1.48	\$ 0.57
Gain on sale of U.K.	4.04	
properties (net)	1.94	
Net earnings before extraordinary item	3.42	0.57
Extraordinary item	0.50	0.14
Net earnings	\$ 3.92	\$ 0.71

Note: Effective January 1, 1979, the Company retroactively changed its accounting policy in respect of mining properties whereby mining costs are charged to earnings in the year of expenditure until such time as the presence of economically recoverable reserves is established. This reduced net earnings for the first half of 1979 by \$438,000, or 16 cents per share, compared with \$116,000, or not cents per share, compared with \$116,000, or not cents per share, for the same period in 1978. Comparative figures have been restated accordingly.

CONSOLIDATED STATEMENT OF CHANGES IN FINANCIAL POSITION

For The Six Months Ended June 30, 1979 (\$000's omitted)

	1979	1978
FUNDS WERE OBTAINED FROM		
Operations	\$10,515	\$ 5,768
Sale of assets	11,191	640
Dividends	100	100
	21,806	6,508
FUNDS WERE USED FOR Property, plant and		
equipment Reduction in long	16,703	8,813
term debt Dividends paid on	3,369	51
liquidation of sudsidiary	392	-
Other	65	121
INCREASE (DECREASE) IN	20,529	8,985
WORKING CAPITAL WORKING CAPITAL (DEFICIENCY)	1,277	(2,477)
AT BEGINNING OF PERIOD	(9,934)	_(4,712)
WORKING CAPITAL (DEFICIENCY) AT END OF PERIOD	\$(8,657)	\$7,189)

MAJOR BALANCE SHEET ITEMS (\$000's omitted)

	1979	1978
		(as restated)
Working capital (deficiency)	\$(8,657)	\$(7,189)
Investments and advances	1,000	1,051
Property, plant and		
equipment - net	92,748	76,515
Other assets	774	1,031
Deferred production revenue	413	_
Long term debt		
(less current maturities)	12,585	17,435
Deferred income taxes	19,739	14,925
Minority interest	1,825	1,850
Shareholders' equity	51,303	37,198

PRESIDENT'S MESSAGE

TO THE SHAREHOLDERS

The year 1979 was highlighted by continued improvement in financial and operating performance.

Net earnings from operations for 1979 totalled \$13,258,000 or \$4.95 per share compared with restated earnings of \$4,749,000 or \$1.78 per share for 1978.

Net earnings after two non-recurring items amounted to \$20,877,000 or \$7.80 per share compared with restated earnings of \$5,496,000 or \$2.06 per share in 1978. The first non-recurring item represents a gain of \$5,157,000 from the sale of the Company's interest in the North Sea. The second item represents an extraordinary gain of \$2,462,000 as a result of income tax benefits realized on application of prior years' losses.

Net flow of funds from operations totalled \$27,286,000 or \$10.19 per share compared with \$15,579,000 or \$5.84 per share for 1978. Gross revenues increased to \$44,301,000 from \$29,564,000 in 1978 due to higher prices and the increased production of crude oil, natural gas, gold and silver.

Capital expenditures also rose substantially in 1979, to \$38,051,000, from \$20,898,000, reflecting an active exploration and development program.

Exploration and Production

During the year, the Company participated in the drilling of 176 exploratory and development wells, mostly in Alberta and British Columbia. The drilling resulted in 61 oil and 85 gas wells. Fourteen wells were still drilling at year end.

The main region of exploratory interest continued to be the Gold Creek and Lator-Nell area of northwestern Alberta which accounted for approximately three-quarters of exploratory drilling expenditures. Acreage holdings in that area increased in 1979 to 174,695 gross hectares (431,680 acres) through participation in land sales. Drilling successes in this area are expected to add substantially to the Company's reserves of natural gas.

During 1979, average daily production of crude oil and liquids, before the deduction of royalties, amounted to 1 238 cubic metres (7,780 barrels) compared with 1 055 cubic metres (6,636 barrels) in 1978. Average daily sales of natural gas increased to 530 thousand cubic metres (18.8 MMcf) from 433 thousand cubic metres (15.4 MMcf). The increases were due largely to new production in the Fort St. John area of British Columbia. The bulk of the Company's development expenditures in 1979 was directed to this area.

Mining

Although ore mined in 1979 at the Company's Gooseberry silver/gold mine near Reno, Nevada, declined by nine per cent to 65,227 tons, the production of gold and silver increased by eight per cent and 23 per cent to 10,048 ounces and 413,820 ounces, respectively, reflecting higher recovery factors. Work continued on an underground development program to increase the amount of ore mined.

Engineering studies continued on the feasibility of development of the Company's substantial metallurgical coal reserves at Elk River in southeastern British Columbia. A decision to proceed with a mine is dependent upon an improvement in the demand on world markets for metallurgical coal.

Corporate

The Board of Directors continues to maintain the policy of re-investing all available cash flow and to forego the payment of dividends.

Since the last report to shareholders, R. F. Phillips, J. D. Gibson and R. B. Coleman resigned as directors of the Company. On June 19, 1979, A. M. McIntosh was appointed a Director and elected President.

Submitted on behalf of the Board of Directors.

Calgary, Canada April 18, 1980

A. M. McIntosh President

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December 31, 1979

	Petroleum and Natural Gas Leases		Reservations, Licences and Permits		Total		
CANADA	Gross	Net	Gross	Net	Gross	Net	
Alberta	1,307,159 —	330,561 —	188,296 912,286	24,919 100,432	1,495,455 912,286	355,480 100,432	
British Columbia	447,768 32,922 67,676	80,945 27,930	475,106 —	59,833	922,874 32,922	140,778 27,930	
Ontario	479 1,019,504 2,875,508	14,602 287 805,410 1,259,735	691,474 - 2,267,162	138,474 — — — 323,658	759,150 479 1,019,504 5,142,670	153,076 287 805,410 1,583,393	
EUROPE							
Netherlands – Offshore			151,327 151,327	4,346	151,327 151,327	4,346	
UNITED STATES							
Alaska	21,090 29,676 2,744	15,788 7,675 1,950		_ 	21,090 29,676 2,744	15,788 7,675 1,950	
North Dakota	91,486 38,568 100,727	9,265 4,342 18,234			91,486 38,568 100,727	9,265 4,342 18,234	
	284,291	57,254		_	284,291	57,254	
Total Acreage at December 31, 1979	3,159,799	1,316,989	2,418,489	328,004	5,578,288	1,644,993	
Total Acreage at December 31, 1978	3,463,815	1,451,146	3,389,418	549,253	6,853,233	2,000,399	

Conversion to Metric

During 1979 the Canadian petroleum industry commenced using the International System of Units, commonly called the metric system, to report figures related to length, area, volume and mass.

For the convenience of shareholders, a conversion table is provided at right.

Table of basic metric conversion factors*

Measurement	Traditional to Metric	Metric to Traditional
Length	1 mile = 1.609 34 kilometres (km) 1 foot = 0.304 80 metre (m)	1 km = 0.62137 mile 1 m = 3.28084 feet
Area	1 acre = 0.404 69 hectare (ha)	1 ha = 2.47103 acres
Volume	1 gallon (Can.) = 4.546 09 litres (L) 1 barrel = 0.158 99 cubic metre (m³) 1 MCF = 28.173 99 cubic metres (m³) (natural gas)	1 L = 0.21997 gallon (Can.) 1 m^3 = 6.28970 barrels 1 m^3 = 0.035494 MCF
Mass	1 pound = 0.453 59 kilogram (kg) 1 long ton = 1.016 05 tonnes (t) (2,240 pounds) 1 short ton = 0.907 19 tonne (t) (2,000 pounds)	1 kg = 2.20463 pounds 1 t = 0.98420 long ton 1 t = 1.10232 short tons

^{*}International System of Units (SI) conversion factors used by Canadian Petroleum Association in their statistical handbook effective January 1, 1979.

OIL AND GAS OPERATIONS

During 1979, Scurry-Rainbow maintained an active exploration program within the Gold Creek and Lator areas of Alberta and, to a lesser degree, in British Columbia, Saskatchewan, North Dakota, Utah, Montana and Michigan. Significant development drilling was undertaken within the Eagle and Stoddart areas of British Columbia, with some development drilling in Alberta and Saskatchewan. During the year, the Company was involved in 86 exploratory wells and 90 development wells. Of these wells, 31 were Company operated and the remainder were partner operated or drilled under farmout agreements. The exploratory drilling resulted in 10 oil wells, 49 gas wells, 14 dry holes, and 13 were still drilling or being evaluated at the end of the year. Development drilling resulted in 51 oil wells, 36 gas wells and two dry holes. One well was still drilling at year end.

CANADA

Alberta

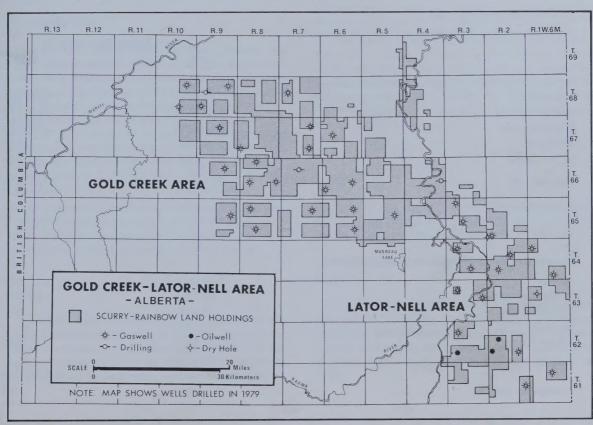
The accelerated exploration pace established in 1978 in the Gold Creek area was maintained through

1979. Twenty-seven exploratory wells were drilled on Company lands in this area during the year. The exploratory drilling program resulted in 24 gas wells and, at year end, three wells were still drilling. Four development gas wells were also drilled. Significant gas reserves were established within sandstones of the Upper and Lower Cretaceous section. Oil was encountered in sandstones of the Upper Cretaceous and within the Triassic. The full significance of the oil potential of these reservoirs cannot be assessed until further evaluation has been undertaken.

Twenty exploratory wells were drilled in the Lator-Nell area 25 miles southeast of Gold Creek. This drilling resulted in 15 gas wells, three oil wells and two dry holes. Four development oil wells were also drilled in 1979. The Upper Cretaceous Dunvegan sandstone is the principal producing zone in this area.

Plains Petroleums, 72 per cent owned by the Company, was also active in the Gold Creek and Lator areas where it had interests ranging from 1.66 per cent to 4.66 per cent in 41 exploratory wells. Of these wells, 37 were gas, one was a dry hole and three were drilling at the end of 1979.

Plains also has a 5.6% interest in the Shell et al Waterton 7-20 well which was drilled to a total depth of 5 080 metres and completed as a Devonian Wabamun gas well.



British Columbia

The Company participated directly in nine exploratory wells of which eight were non-operated. This drilling resulted in four gas wells and five dry holes. Successful gas wells were completed in Lower Cretaceous, Bluesky and Lower Gething sandstones, the Triassic LaGlace formation and the Mississippian Debolt.

A further two wells were drilled under farmouts to other operators. One of these wells was under tight hole status at year end, and the other was still drilling.

Saskatchewan

The Company participated in one unsuccessful Mississippian test within the Steelman area during the year. One other well, also in the Steelman area, was drilled under farmout to another operator and this was completed as a Midale oil well.

UNITED STATES

The Company participated in four exploratory wells in the U.S. during 1979. Dry holes were drilled in Utah, Montana and Michigan, and a well being drilled in North Dakota was still drilling at year end.

SOURCE OF PRODUCTION

(Before Deduction of Royalties and Minority Interests)

A further three exploratory wells were drilled und	er
farmouts to other operators in Wyoming and Nor	th
Dakota. This activity resulted in one Cretaceous g	as
well in Wyoming, a dry hole in North Dakota, and tl	ne
third well, in Wyoming, was still drilling at year end.	

PRODUCTION

Production of crude oil and natural gas liquids during 1979 amounted to 1 238 cubic metres per day, or 7,780 barrels per day, compared with 1 055 cubic metres per day, or 6,636 barrels per day for the previous year. Natural gas production was up from 433 cubic metres per day, or 15.4 MMcf per day, in 1978 to 530 cubic metres per day, or 18.8 MMcf per day in 1979.

The increase in crude oil production is largely from the Fort St. John area of British Columbia, together with the lifting of allowable restrictions in the Redwater field of Alberta to permit higher production rates. Oil production from the West Eagle field north of Fort St. John is expected to increase substantially with the completion of waterflood facilities in the second half of 1980. In the case of natural gas production, rates are higher from the collection of associated gas in the Fort St. John area, together with better performance from the Coleman field.

Years	Ended	December	31

	1979	1978
Crude Oil and Natural Gas Liquids (cubic metres)		
Alberta	131 620	118 591
British Columbia	186 260	125 318
Saskatchewan	124 450	133 135
Manitoba	8 860	7 527
United States	690	324
Total for year	451 880	384 895
Average per day	1 238	1 055
Natural Gas Sales (thousands of cubic metres)		
Alberta	134 090	127 404
British Columbia	56 750	26 361
Saskatchewan	2 440	3 951
Manitoba	50	-
United States	120	241
Total for year	193 450	157 957
Average per day	530	433

RESERVES

The Company's gross proven crude oil, natural gas liquids, natural gas and sulphur reserves as of January 1, 1980 and 1979 are summarized in the table below. The Company's gross reserves are defined as the Company's share of reserves from working interests and overriding royalties, but before the deduction of any royalty interest owned by others and minority interests.

Further development in the Fort St. John area and exploratory work in the Gold Creek area were the main contributing factors for the increase in both oil and gas reserves.

GROSS PROVEN RESERVES (Before Deduction of Royalties and Minority Interests) At January 1, 1980 and 1979

	198	80	1979				
	Working Interest	Royalty Interest	Working Interest	Royalty Interest			
Crude Oil – M³	3 059 628	241 083	2 957 386	236 080			
Natural Gas Liquids - M ³	238 248	47 648	231 056	56 297			
Natural Gas - 103M3	4 518 670	551 470	3 701 583	579 483			
Sulphur - Tonnes	425 939	11 705	533 323	12 497			

MINING OPERATIONS

Gooseberry Mine

At the Gooseberry mine near Reno, Nevada, mill throughputs averaged 5,480 short tons per month during 1979. Production continued to be constrained by a shortage of underground mining areas. Underground development work was accelerated during the latter half of 1979 with the result that new mining areas are expected to be placed on production at the 1,000-foot level during the second quarter of 1980. The main shaft will also be deepened in 1980 to develop two new working levels at 1,150 feet and 1,300 feet below the surface.

As a result of increased silver and gold prices, the mine generated sizeable cash flows and earnings during 1979. The mine's performance is expected to continue to improve in 1980 as production levels increase.

Coal

In 1979, approval in principle was granted by the British Columbia government to develop the large reserves of metallurgical coal located at Elk River in the southeastern portion of the province. With this approval, work continued on engineering studies that are required

for specific permits to develop the mine. A decision to proceed with the mine is dependent upon an improvement in world markets for metallurgical coal.

The extensive coal leases held jointly with Consolidation Coal Company of Canada in the Blairmore area of Alberta are being re-assessed for potential thermal coal production. Exploratory drilling was undertaken on five Plains coal properties in Alberta. Active participation in the Ardley Coal Rights offered by the Alberta government was continued.

Potash

In 1979, the Potash Corporation of Saskatchewan exercised its option and purchased the Company's potash holdings in Saskatchewan for \$2,275,000.

Uranium

Scurry-Rainbow participated in 10 uranium exploration projects during the year. Exploratory drilling was undertaken on four of the projects with negative results. Ground assessment surveys with follow-up drilling is proposed for several ongoing and new projects in 1980.

MINING A	CREAGE
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	Gross	Net
Coal Mining Properties . Coal Lease Applications Mining Claims	58,627	51,555 45,287 162,083
Total	<u>597,104</u>	258,925
Canada		
Alberta British Columbia Saskatchewan Ontario Northwest Territories	74,716 307,640 5,719	94,087 19,435 110,435 5,719 27,969
Foreign		
U.S. – Nevada Total Acreage at	1,280	1,280
December 31, 1979	597,104	258,925
Total Acreage at December 31, 1978	766,743	417,508

FINANCIAL REVIEW

Net earnings, before a gain on the sale of the North Sea properties and before an extraordinary item for 1979, amounted to \$13,258,000 (\$4.95 per share) compared with restated net earnings, before an extraordinary item, of \$4,749,000 (\$1.78 per share) for 1978. During 1979, the Company disposed of its entire interest in Block 3/7 in the North Sea, resulting in a gain of \$5,157,000 (\$1.93 per share), net of applicable income taxes of \$803,000. In addition, the Company recorded an extraordinary gain of \$2,462,000 (\$0.92 per share) representing income tax benefits realized on application of prior years' losses. With the gain on the sale of North Sea properties and the extraordinary item, net earnings for 1979 amounted to \$20,877,000 (\$7.80 per share) compared with restated earnings of \$5,496,000 (\$2.06 per share).

Operating revenues after royalties from oil and gas operations increased from \$25,008,000 to \$33,156,000, an increase of 33 per cent. Volume increases of 18 per cent and 22 per cent for oil and gas respectively, coupled with price increases, accounted for the rise in revenue. The increase in oil volumes mainly arose in the Eagle and Stoddart fields in British Columbia and the Redwater field in Alberta. The increase in gas volumes was primarily attributable to new wells coming on stream in the Cecil area of British Columbia coupled with increased production from the Coleman field.

Gross revenues contributed by the mining operations amounted to \$10,866,000 in 1979 compared to \$4,128,000 a year earlier. Although ore mined in 1979 declined by 9 per cent to 59,173 tonnes, the production of gold and silver increased by 8 per cent and 23 per cent to 10,048 ounces and 413,820 ounces respectively, reflecting higher recovery factors. The balance of the increase in revenues was attributable to substantial price increases of gold and silver, particularly in the last quarter of 1979.

Operating and general expenses from oil and gas operations increased 18 per cent from \$6,474,000 to \$7,630,000 in 1979. The increase was associated with higher production from the Fort St. John area in British Columbia coupled with general increases in other fields.

Operating and general expenses from mining operations amounted to \$7,324,000 compared with \$5,440,000. All of the increase was due to production from the Gooseberry mine and increased royalties paid on higher revenues.

Depletion and depreciation expense increased 13 per cent to \$7,350,000 compared with \$6,516,000 for 1978. The increase was mainly the result of higher oil and gas production volumes together with a higher depletion factor.

Interest and expense on long term debt amounted to \$1,470,000 compared with \$1,619,000 for 1978. During early 1979, a U.S. bank production loan was repaid from proceeds on sale of the North Sea properties. During the last half of 1979, bank production loans totalling \$10,000,000 were drawn to finance part of the 1979 capital expenditure program. Other interest increased to \$777,000 representing higher charges as a result of using bank operating loans which at December 31, 1979 amounted to \$3,445,000.

Income tax expense increased from \$3,999,000 in 1978 to \$6,365,000 in 1979, reflecting a substantial increase in pretax income. The percentage of income tax expense to pretax earnings before the gain on the sale of the North Sea properties, however, declined from 45.7 per cent to 32.4 per cent in 1979. This was attributable to the absence of mining losses suffered in 1978 coupled with the Company's substantial 1979 capital program.

Net flow of funds from operations amounted to \$27,286,000 (\$10.19 per share) in 1979, compared with \$15,579,000 (\$5.84 per share) for 1978. The increase resulted from higher production and increased prices from both oil and gas and mining activities. Sale of the North Sea assets and the Saskatchewan potash properties generated \$13,493,000. In addition, the Company obtained \$10,000,000 in long term bank production loans to finance partially the Company's 1979 capital program.

During 1979, the Company expended \$38,051,000 on its capital program compared with \$20,898,000 in 1978, an increase of 82 per cent. Of this amount, \$20,943,000 was spent on the Company's oil and gas exploration program, including land and lease acquisitions, with the majority of funds being spent in the Gold Creek and Lator-Nell areas of Alberta. Oil and gas development expenditures increased from \$9,287,000 in 1978 to \$14,449,000 in 1979. The Company continued to concentrate its efforts in the development of its acreage in the Fort St. John area of British Columbia.

Mining development expenditures totalled \$1,487,000 which included the acquisition of a 35 per cent net profits interest in the Gooseberry mine, continued development of the mine and Elk Riverfeasibility studies. The Company continued its on-going program of mineral exploration, principally for coal and uranium and spent \$1,041,000 in 1979 compared to \$715,000 in 1978.

Additional general information is summarized in the five years' review of operations.

CORPORATE PROFILE

Scurry-Rainbow Oil Limited, incorporated in Alberta in 1954, is engaged in the exploration, development and production of petroleum and natural gas, and in the exploration for various minerals. The Company is approximately 88.5 per cent owned by Home Oil Company Limited, a wholly-owned subsidiary of Hiram Walker-Consumers Home Ltd. Its headquarters are in Calgary, Alberta. Exploration activities are conducted in Canada and the United States. Production of petroleum and natural gas is primarily located in the four western provinces in Canada, with limited production in the United States. The Company does not engage in refining or retail marketing. The Company has substantial undeveloped coal reserves in southwestern Alberta and southeastern British Columbia, and a silver-gold mine in Nevada.

TWO YEAR PRICE RANGE OF SHARES

Years Ended December 31

Toronto Stock Exchange Cdn. Funds

American Stock Exchange U.S. Funds

	1979	1978	1979	1978
	High Low	High Low	High Low	High Low
First Quarter	28 ¹ / ₂ - 25 ³ / ₈	201/4 - 181/2	24 - 211/8	181/4 - 16
Second Quarter	40 - 29	231/2 - 21	36 - 241/2	203/4 - 18
Third Quarter	58 - 40	251/2 - 221/2	52 - 33	225/8 - 20
Fourth Quarter	75 - 50	27 - 251/2	691/2 - 42	23 - 20%

The Company has not declared or paid any dividends on its outstanding shares.

AUDITORS' REPORT

To the Shareholders of Scurry-Rainbow Oil Limited

We have examined the consolidated balance sheet of Scurry-Rainbow Oil Limited as at December 31, 1979 and 1978 and the consolidated statements of earnings, retained earnings and changes in financial position for the years then ended. Our examination was made in accordance with generally accepted auditing standards, and accordingly included such tests and other procedures as we considered necessary in the circumstances.

In our opinion, these consolidated financial statements present fairly the financial position of the Company as at December 31, 1979 and 1978 and the results of its operations and the changes in its financial position for the years then ended in accordance with generally accepted accounting principles applied, after giving retroactive effect to the change in accounting policy for mining operations described in Note 1, on a consistent basis.

Calgary, Canada February 22, 1980 THORNE RIDDELL
Chartered Accountants

CONSOLIDATED STATEMENT OF EARNINGS

CONSOLIDATED STATEMENT OF EARNINGS		
(Thousands of Canadian Dollars)	For the years e 1979	nded December 31 1978
REVENUE		(Note 1)
Operating	\$44,022	\$29,136
Equity income	. ,	71
Other income	244	357
	44,301	29,564
EXPENSE		
Operating and general	14,954	11,914
Depletion and depreciation		6,516
Interest and expense on long term debt		1,619
Other interest	777	698
Minority interest	127	69
	24,678	20,816
	19,623	8,748
INCOME TAXES (Note 5)		
Current	(72)	(153)
Deferred	, ,	4,152
	6,365	3,999
EARWINGS REFORE SAIN ON SAILE SENSOTILISEA RESCRETIES		
EARNINGS BEFORE GAIN ON SALE OF NORTH SEA PROPERTIES	13,258	4,749
GAIN ON SALE OF NORTH SEA PROPERTIES (net of	E 457	
applicable income taxes of \$803,000)	5,157	
NET EARNINGS BEFORE EXTRAORDINARY ITEMS	18,415	4,749
EXTRAORDINARY ITEMS		
Income tax benefits realized on application of prior years' losses	2,462	
Recovery of investment in		7.47
Minerales Santa Rita S.A. de C.V.		747
NET EARNINGS	\$20,877	\$ 5,496
EARNINGS PER SHARE		
Earnings before gain on sale of North Sea properties	\$4.95	\$1.78
Gain on sale of North Sea properties	1.93	_
Net earnings before extraordinary items	6.88	1.78
Extraordinary items	0.92	28
Net earnings	\$7.80	\$2.06

CONSOLIDATED STATEMENT OF RETAINED EARNINGS

(Thousands of Canadian Dollars)

(,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	For the years en	ded December	31
	1979	1978	
BALANCE, AT BEGINNING OF YEAR			
As previously reported	. \$10,521	\$4,659	
Change in accounting policy (Note 1)	. (2,421)	(2,055)	
As restated	. 8,100	2,604	
Net earnings		5,496	
BALANCE, AT END OF YEAR	\$28,977	\$8,100	

CONSOLIDATED STATEMENT OF CHANGES IN FINANCIAL POSITION

(Thousands of Canadian Dollars)

(Thousands of Canadian Dollars)			
	For the years e		er 31
	<u>1979</u>	<u>1978</u>	
FUNDS WERE OBTAINED FROM			
Operations		\$15,579	
Sale of assets		276	
Long term borrowings		-	
Deferred production revenue		378	
Repayment of advances		1,008	
Issuance of capital stock		1,014	
Other		298	
	51,197	18,553	
FUNDS WERE USED FOR			
Property, plant and equipment	/	20,898	
Reduction in long term debt	· · · · · · · · · · · · · · · · · · ·	2,877	
Acquisition of minority interest		_	
Other			
	45,404	23,775	
INCREASE (DECREASE) IN WORKING CAPITAL	. 5,793	(5,222)	
WORKING CAPITAL DEFICIENCY AT BEGINNING OF YEAR	. 9,934	4,712	
WORKING CAPITAL DEFICIENCY AT END OF YEAR	. \$ 4,141	\$ 9,934	
CHANGES IN COMPONENTS OF WORKING CAPITAL			
INCREASE (DECREASE) IN CURRENT ASSETS:			
Cash and short term deposits	. \$ (1,251)	\$ 485	
Accounts receivable		581	
Income taxes recoverable	. (82)	1,488	
Inventories	. 1,479	1,113	
	7,139	3.667	
	'		
INCREASE (DECREASE) IN CURRENT LIABILITIES:			
Bank indebtedness	. (3,379)	3,002	
Accounts payable and accrued charges		5,336	
Income taxes payable		(232)	
Due to parent company, Home Oil Company Limited		289	
Current maturities on long term debt		494	
	1,346	8,889	
INCREASE (DECREASE) IN WORKING CAPITAL		\$ (5,222)	
MONEAGE (DEGNEROE) IN WORKING ON THE	. \$ 0,.00	(0,222)	

CONSOLIDATED BALANCE SHEET AS AT DECEMBER 31, 1979 and 1978

(Thousands of Canadian Dollars)

ASSETS

	1979	1978
CURRENT ASSETS		(Note 1)
Cash and short term deposits	\$ 512	\$ 1,763
Accounts receivable	12,727	5,734
Income taxes recoverable	1,406	1,488
realizable value	3,040	1,561
	17,685	10,546
INVESTMENTS IN 50% OWNED COMPANY	1,011	1,076
PROPERTY, PLANT AND EQUIPMENT,		
at cost (Note 2)	169,585	144,012
Accumulated depletion and depreciation	61,527	59,047
	108,058	84,965
OTHER ASSETS	770	685

Approved on behalf of the Board:

Cusus Intal.

Director

Director

\$127,524 \$ 97,272

LIABILITIES

	1979	1978 (Note 1)
CURRENT LIABILITIES Bank indebtedness (Note 3)	\$ 3,445	\$ 6,824
Accounts payable and accrued charges	15,454 368	11,069
Current maturities on long term debt	2,559	2,298
	21,826	20,480
DEFERRED PRODUCTION REVENUE	796	378
LONG TERM DEBT (Note 4)	19,054	15,780
DEFERRED INCOME TAXES	22,714	17,936
MINORITY INTEREST	1,449	1,890
SHAREHOLDERS' EQUITY (Note 6)		
CAPITAL STOCK Authorized		
7,500,000 shares, par value \$3.50 each		
Issued 2,678,356 shares	9,374	9,374
CONTRIBUTED SURPLUS	23,334	23,334
RETAINED EARNINGS	28,977	8,100
	61,685	40,808

\$127,524 \$ 97,272

NOTES TO 1979 AND 1978 CONSOLIDATED FINANCIAL STATEMENTS (Tabular amounts shown in thousands of Canadian dollars)

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

PRINCIPLES OF CONSOLIDATION

- (a) The consolidated financial statements include the accounts of all companies in which the Company has ownership of more than 50% of the voting capital stock.
- (b) The Company follows the equity method of accounting for its investment in a 50% owned company. Under this method the Company's investment is carried on the balance sheet at cost plus its share of undistributed earnings or losses.
- (c) The excess of the cost of shares in subsidiaries and a company accounted for by the equity method over the underlying book value at dates of acquisition has been allocated to property, plant and equipment and is subject to the accounting policies outlined below.

OIL AND GAS OPERATIONS

The Company follows the full cost method of accounting for oil and gas operations whereby all costs of exploring for and developing oil and gas and related reserves are capitalized and charged against earnings as set out below. Such costs include land acquisition costs, geological and geophysical expense, carrying charges of non-producing property, costs of drilling both productive and non-productive wells and overhead expense related to exploration activities. The costs are accumulated in cost centres as follows:

- (a) North America Canada and the United States.
- (b) Northwestern Europe the United Kingdom and the Northwestern European Continental Shelf which encompasses all sectors of the North Sea, the Celtic Sea and the English Channel.

Costs accumulated in the North America cost centre are depleted using the unit of production method based upon estimated proven developed reserves, as determined by Company engineers. Natural gas reserves and production are converted to equivalent cubic meters of crude oil based on the relative energy content.

Expenditures in Northwestern Europe were amortized on a straight-line basis to date of disposition in 1979.

Substantially all of the exploration and production activities of the Company are conducted jointly with others and accordingly these financial statements reflect only the Company's proportionate interest in such activities.

MINING OPERATIONS

Mining costs are charged to earnings in the year of expenditure (included in depletion) until such time as the presence of economically recoverable reserves is established. Subsequent expenditures are capitalized and charged to earnings as set out below. Economically recoverable reserves are defined by Company engineers as reserves which are capable or have a reasonable prospect of sustaining commercial production. Proceeds on partial disposition of non-producing properties are deducted from the related costs without recognition of gain or loss.

Costs are accumulated by producing area and are depleted using the unit of production method based upon estimated recoverable reserves as determined by Company engineers.

DEPRECIATION

Depreciation of plant and equipment, other than mining equipment, has been provided in the accounts of the Company on a straight-line basis at rates which are estimated to amortize the costs of the assets less salvage value over their useful lives. Mining equipment is depreciated using the unit of production method based upon estimated recoverable ore reserves.

FOREIGN CURRENCY TRANSLATION

Current assets and current liabilities are translated to Canadian dollars using the exchange rate at the date of the balance sheet. Other assets and liabilities are translated at the rate in effect at the time the original transactions took place. Revenue and expense items (excluding depletion and depreciation which are translated at the rate of exchange applicable to the related asset) are translated using average rates of exchange throughout the year. Foreign currency gains and losses are included in the determination of net earnings.

Note 1 Change in Accounting Policy

Prior to 1979 mining expenditures were accumulated by area. Costs applicable to each producing area were depleted using the unit of production method based upon estimated recoverable reserves and costs applicable to other areas were written off when there was little prospect of further work being carried out by the Company or its partners.

Effective January 1, 1979 the Company retroactively changed to the accounting policy described under "Summary of significant accounting policies". This change in accounting reduced net earnings for the year ended December 31, 1979 and 1978 by \$178,000 (\$0.07 per share) and \$366,000 (\$0.14 per share) respectively. The cumulative effect of this change in accounting to January 1, 1978 of \$2,055,000 has been charged to retained earnings at that date.

Note 2 Property, Plant and Equipment

		1979	
		Accumulated Depletion and	
	Cost	Depreciation	Net
Petroleum and natural gas leases and rights, including exploration, development and equipment			
— North America	\$134,615	\$48,088	\$ 86,527
Production equipment Mining properties and equipment	20,950	7,977	12,973
- Producing	6,447	1,128	5,319
— Non-producing	3,397	3,383	14
- Equipment	2,878	530	2,348
Land, buildings and other equipment	1,298	421	877
	\$169,585	\$61,527	\$108,058
		1978 (Note 1)	
		Accumulated	
		Depletion	
	Cost	Depletion and Depreciation	Net
Petroleum and natural gas leases and rights, including exploration, development and equipment	Cost	and	Net
Petroleum and natural gas leases and rights, including exploration, development and equipment — North America	<u>Cost</u> \$106,306	and	_
including exploration, development and equipment		and Depreciation	Net \$62,286 5,165
including exploration, development and equipment — North America	\$106,306	and Depreciation \$44,020	\$62,286
including exploration, development and equipment — North America	\$106,306 7,851 15,642	and Depreciation \$44,020 2,686	\$62,286 5,165
including exploration, development and equipment — North America	\$106,306 7,851 15,642 5,338	\$44,020 2,686 7,357	\$62,286 5,165 8,285 4,678
including exploration, development and equipment — North America — Northwestern Europe — Production equipment Mining properties and equipment — Producing — Non-producing	\$106,306 7,851 15,642 5,338 4,963	\$44,020 2,686 7,357 660 3,711	\$62,286 5,165 8,285 4,678 1,252
including exploration, development and equipment — North America . — Northwestern Europe . — Production equipment . Mining properties and equipment . — Producing . — Non-producing . — Equipment .	\$106,306 7,851 15,642 5,338 4,963 2,742	\$44,020 2,686 7,357 660 3,711 303	\$62,286 5,165 8,285 4,678 1,252 2,439
including exploration, development and equipment — North America — Northwestern Europe — Production equipment Mining properties and equipment — Producing — Non-producing	\$106,306 7,851 15,642 5,338 4,963 2,742 1,170	\$44,020 2,686 7,357 660 3,711	\$62,286 5,165 8,285 4,678 1,252
including exploration, development and equipment — North America . — Northwestern Europe . — Production equipment . Mining properties and equipment . — Producing . — Non-producing . — Equipment .	\$106,306 7,851 15,642 5,338 4,963 2,742	\$44,020 2,686 7,357 660 3,711 303	\$62,286 5,165 8,285 4,678 1,252 2,439

Note 3 Bank Indebtedness

Bank indebtedness in 1978 was secured by accounts receivable and certain interests in petroleum and natural gas leases.

Note 4 Long Term Debt

	Maturity	1979	1978
7.25% Subordinated debentures*	1988	\$11,850	\$12,935
Bank production loan	1984	9,464	_
Bank production loan (\$3,950,000 U.S.)		_	4,437
Non-interest bearing advances under exploration agreement		_	381
Non-interest bearing agreement			
(1979 - \$274,000 U.S.; 1978 - \$299,000 U.S.)	1990	270	295
Other		29	30
		21,613	18,078
Less: Current minimum maturities		2,559	2,298
		\$19,054	\$15,780

^{*} Subject to annual sinking fund requirements of \$1,067,000 on November 1 of each year until 1987. Debentures repurchased by the Company may be applied against its sinking fund obligations. Debentures repurchased to December 31, 1979 satisfied the November 1, 1979 instalment and a balance of \$681,000 remains to be applied against future sinking fund payments.

The bank production loan is secured by accounts receivable and certain petroleum and natural gas leases. The estimated amount of long term debt maturities and sinking fund requirements for the five years subsequent to 1979 are as follows: 1980 - \$2,559,000; 1981 - \$3,235,000; 1982 - \$3,235,000; 1983 - \$3,235,000; 1984 - \$1,979,000.

Note 5 Income Taxes

Income tax expense differs from the amounts which would be obtained by applying the Canadian federal income tax rate to the respective years' pretax earnings before gain on sale of North Sea properties and before extraordinary item. These differences result from the following items:

	1979		1978 (N	lote 1)
	Amount	Percentage of Pretax Income	Amount	Percentage of Pretax Income
Computed "expected" tax				
expense	\$9,027	46.0%	\$4,024	46.0%
Royalties and other payments				
to provincial governments	5,836	29.8	4,251	48.6
Other non-deductible costs	302	1.5	1,584	18.1
Equity income	(16)	(0.1)	(33)	(0.4)
Depletion allowances on Canadian oil and gas				
production income	(2,250)	(11.5)	(1,438)	(16.4)
Federal resource allowance	(4,539)	(23.1)	(3,278)	(37.5)
federal tax abatements	252	1.3	420	4.8
Refund of taxes under				
incentive plans	(2,247)	(11.5)	(1,531)	(17.5)
Actual tax expense — current				
and deferred	\$6,365	32.4%	\$3,999	45.7%

Note 6 Shareholders' Equity

During 1978 the Company issued 30,435 common shares on conversion of 7.25% debentures. As a result, \$106,000 was credited to capital stock and \$908,000 to contributed surplus.

There are restrictions on the payment of dividends under the Trust Indenture securing the 7.25% subordinated debentures. Under the most restrictive provision, the amount permitted thereunder for payment of dividends was in excess of the retained earnings at December 31, 1979.

Note 7 Business Segments

The Company's operations are conducted through two business segments, petroleum and natural gas and mining. Presented below are segmented data relative to these activities.

	197	9	1978 (N	ote 1)
	Operating Revenue	Segment Earnings	Operating Revenue	Segment Earnings (Loss)
Petroleum and natural gas	\$33,156	\$ 19,990	\$25,008	\$13,332
Mining	10,866	1,728	4,128	(2,626)
	\$44,022	21,718	\$29,136	10,706
Equity income		35		71
Other income		244		357
Interest expense		(2,247)		(2,317)
Minority interest expense		(127)		(69)
Income taxes		(6,365)		(3,999)
Earnings before gain on sale of North Sea properties		\$ 13,258		\$ 4,749
Identifiable assets				
Petroleum and natural gas		\$109,931		\$82,363
Mining		14,329		10,218
Corporate assets		2,253		3,615
Investment in 50% owned company		1,011		1,076
		\$127,524		\$97,272
Capital expenditures				
Petroleum and natural gas		\$ 35,523		\$19,649
Mining		2,528		1,249
		\$ 38,051		\$20,898
Depletion and depreciation				
Petroleum and natural gas		\$ 5,536		\$ 5,202
Mining		1,814		1,314
		\$ 7,350		\$ 6,516

Note 8 Remuneration of Directors and Officers

Remuneration paid to directors and senior officers in their respective capacities was \$43,000 and \$280,000 (1978 - \$43,000 and \$208,000).

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		6/61	2121		0/61	19/0
	Revenue				000	
	Crude Oil	\$22,590,000	\$17,337,000	\$13,851,000	\$10,341,000	9,459,000
	Natural gas and related products	10,566,000	7,671,000	1,520,000	5,426,000	0,00,110,0
	Mining	10,866,000	4,128,000	000,280,1	000,70	00000
	Equity income (loss)	35,000	000,17	(2,950,000)	1 00	(6,000
	Other income	244,000	357,000	207,000	1,783,000	2,284,000
		44,301,000	29,564,000	19,720,000	17,609,000	15,346,000
	Expenses	15 081 000	11 983 000	6.980.000	4.548.000	3.582.000
	Operating and general	7.350.000	6 516 000	6,651,000	4,876,000	3,923,000
	Deptetion and depreciation	2 247,000	2,317,000	1,172,000	1,227,000	1,373,000
	Other charges		1	1	1	400,000
		04 878 000	20 818 000	14 803 000	10.651.000	9.278.000
		000,000	0 240 000	4 047 000	8 958 000	8 0 8 000
		19,623,000	8,748,000	4,917,000	0,000,000	20,000,0
CONSOLIDATED	Income Taxes					0
STATEMENT OF	Current	(72,000)	(153,000)	1,269,000	2,598,000	1,885,000
PANIMOS	Deferred	000, 104,0	1,102,000	000,010	0000	000 400 0
		6,365,000	3,999,000	3,312,000	2,575,000	3,224,000
	Farnings before gain on sale of North Sea properties	13,258,000	4,749,000	1,605,000	4,383,000	2,844,000
	Gain on sale of North Sea properties (net of					
	applicable income taxes of \$803,000)	5,157,000	1	.1	1	
	Net earnings before extraordinary items	18,415,000	4,749,000	1,605,000	4,383,000	2,844,000
	Extraordinary items	2,462,000	747,000	(6,205,000)		
	Net earnings (loss)	\$20,877,000	\$ 5,496,000	\$ (4,600,000)	\$ 4,383,000	\$ 2,844,000
	Earnings per share					6
	Earnings before gain on sale of North Sea properties	4.95	\$ 1.78	0.60	00.1	0.
	Gain on sale of North Sea properties	1.93	1	Accordance of the second	-	
	Net earnings before extraordinary items	6.88	1.78	0.60	99.1	70.1
	Extraordinary items	0.92				
	Net earnings (loss)	\$ 7.80	\$ 2.06	\$ (1.74)	\$ 1.66	\$ 1.07
	Working canital (deficiency)	\$ (4,141,000)	\$ (9,934,000)	\$ (4,712,000)	\$ 7,953,000	\$ 8,299,000
	Investments and advances	1,011,000	1,076,000	1,366,000	1,754,000	5,926,000
	Capital assets net	108,058,000	84,965,000	70,859,000	56,229,000	48,713,000
CONSOLIDATED	Otherassets	770,000	378,000	929,000	000,686	, 10c
BALANCE	Deterred production revenue	19 054,000	15,780,000	18,539,000	16,058,000	17,321,000
SHEET	Deferred income faxes	22,714,000	17,936,000	13,784,000	10,951,000	10,973,000
	Minority interest	1,449,000	1,890,000	1,821,000	1,736,000	1,738,000
	Shareholders' equity	61,685,000	40,808,000	34,298,000	37,790,000	33,407,000

		Years	Years ended December 31	31	Years ended September 30	ptember 30
	1	1979	1978	1977	1976	1975
CAPITAL	Acquisition of property Exploration and development expenditures Production equipment	\$ 5,685,000 27,761,000 4,474,000	\$ 1,687,000 16,462,000 2,545,000	\$ 2,539,000 11,486,000 2,545,000 441,000	\$ 2,114,000 9,821,000 534,000 97,000	\$ 782,000 4,127,000 232,000 58,000
EXPENDITURES	Total capital expenditures	\$38,051,000	\$20,898,000	\$17,011,000	\$12,566,000	\$ 5,199,000
	Petroleum and natural gas Gross acreage Net acreage	5,578,000	6,853,000	8,058,000	8,793,000	9,460,000
LANDHOLDINGS	Mining Gross acreage	597,000	767,000	283,000	286,000	254,000
DRILLING	Gross wells drilled	162 255 1	169 20 12	108	52	8 6 4
PRODUCTION	Crude oil and natural gas liquids — cubic metres per day	1 238 530	1055	1 040 470	991	1 153 406
SHARES	Shares outstanding end of year average for the year	2,678,356	2,678,356	2,647,921	2,647,921	2,647,921

The above data incorporates retroactive adjustments

